

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2004

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-06412

LITTLE SQUAW GOLD MINING COMPANY

Alaska
(State of other jurisdiction of incorporation
or organization)

91-0742812
(I.R.S. Employer Identification No.)

3412 S. Lincoln Drive
Spokane, WA
(Address of principal executive offices)

99203-1650
(Zip Code)

(509) 624-5831
(Issuer's telephone number, including area code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days.

Yes ☒ No ☐

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 14,974,117 shares of Common Stock as of October 31, 2004

Transitional Small Business Disclosure Format (check one); Yes ☐ No ☒ ☒

TABLE OF CONTENTS

Page

PART I – FINANCIAL INFORMATION

Item 1: Financial Statements

Balance Sheets, September 30, 2004 and December 31, 2003..... 1

Statements of Operations for the three and nine month periods ended September 30, 2004 and 2003 and from the date of inception on March 26, 1959 through September 30, 2004..... 2

Statements of Cash Flows for the nine months ended September 30, 2004 and 2003 and from the date of inception on March 26, 1959 through September 30, 2004 3

Notes to Financial Statements 4

Item 2: Managements Discussion and Analysis of Financial Condition or Plan of Operation..... 5

Item 3: Controls and Procedures 6

PART II – OTHER INFORMATION

Item 5: Other Information 7

Item 6: Exhibits and Reports on Form 8-K 7

Signatures 8

Certifications 9

PART I

ITEM 1. FINANCIAL STATEMENTS

Little Squaw Gold Mining Company

(A Development Stage Company)

Balance Sheets

September 30, 2004 and December 31, 2003

	<i>(unaudited)</i> <u>2004</u>	<u>2003</u>
ASSETS		
Current assets:		
Cash	\$ 102,784	\$ 98,834
Prepaid expenses	8,795	6,252
Gold inventory	<u>3,025</u>	<u> </u>
Total current assets	114,604	105,086
Plant, equipment, and mining claims:		
Other equipment, net of depreciation	4,652	
Mining and mineral properties	<u>318,597</u>	<u>318,597</u>
Total assets	<u>\$ 437,853</u>	<u>\$ 423,683</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	<u>\$ 44,347</u>	<u>\$ 22,360</u>
Total current liabilities	44,347	22,360
Long-term liabilities:		
Accrued remediation costs	36,000	36,000
Convertible accrued compensation - Walters LITS		82,437
Convertible success award - Walters LITS		<u>88,750</u>
Total long-term liabilities	<u>36,000</u>	207,187
Total liabilities	<u>80,347</u>	<u>229,547</u>
Stockholders' equity		
Preferred stock; No par value, 10,000,000 shares authorized; No shares issued or outstanding		
Common stock; \$0.10 par value, 200,000,000 shares authorized; 14,974,117 and 11,998,636 issued and outstanding, respectively	1,497,412	1,199,863
Additional paid-in capital	624,057	454,880
Deficit accumulated during the development stage	<u>(1,763,963)</u>	<u>(1,455,923)</u>
	<u>357,506</u>	<u>198,820</u>
Less treasury stock, 0 and 117,103 shares, at cost, respectively		<u>(4,684)</u>
Total stockholders' equity	<u>357,506</u>	<u>(194,136)</u>
Total liabilities and stockholders' equity	<u>\$ 437,853</u>	<u>\$ 423,683</u>

The accompanying notes are an integral part of these financial statements.

Little Squaw Gold Mining Company
(A Development Stage Company)
Statements of Operations
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		From Inception (March 26, 1959 Through September 30,
	<u>2004</u>	<u>2003</u>	<u>2004</u>	<u>2003</u>	<u>2004</u>
Revenue:					
Royalties, net					\$ 398,752
Lease and rental					99,330
Gold sales and other	<u>-</u>	<u>-</u>	<u>-</u>	<u>\$ 895</u>	<u>31,441</u>
	<u>-</u>	<u>-</u>	<u>-</u>	<u>\$ 895</u>	<u>\$ 529,523</u>
Expenses:					
Other costs of operations		\$ 2,486		\$ 11,139	8,030
Management fees and salaries	\$ 15,825		\$ 49,225	2,500	930,757
Directors' fees	6,900		18,700		84,475
Professional services	62,996	124,893	193,613	130,944	636,108
Other general and administrative expense	18,062	7,332	31,083	7,461	190,983
Mineral property maintenance	2,024		6,464		11,284
Office supplies and other expense	1,993	412	9,200	574	237,405
Depreciation	212		282		5,530
Reclamation and miscellaneous					101,102
Loss on partnership venture					53,402
Equipment repairs	<u>108,012</u>	<u>135,123</u>	<u>308,567</u>	<u>152,618</u>	<u>2,284,246</u>
Other (income) expense:					
Extinguish of Debt-payroll tax		(19,322)		(19,322)	
Interest expense		262		262	36,302
Interest income	<u>(151)</u>	<u>(27)</u>	<u>(527)</u>	<u>(27)</u>	<u>(27,062)</u>
Total other (income) expense	<u>(151)</u>	<u>(19,087)</u>	<u>(527)</u>	<u>(19,087)</u>	<u>9,240</u>
Net income (loss)	<u>\$ (107,861)</u>	<u>\$ (116,036)</u>	<u>\$ (308,040)</u>	<u>\$ (132,636)</u>	<u>\$ (1,763,963)</u>
Net loss per common share	<u>\$ Nil</u>	<u>\$ Nil</u>	<u>\$ Nil</u>	<u>\$ Nil</u>	<u>\$ Nil</u>
Weighted average common shares outstanding-basic	<u>14,974,117</u>	<u>8,468,506</u>	<u>14,564,747</u>	<u>9,269,651</u>	<u>6,369,053</u>

The accompanying notes are an integral part of these financial statements.

Little Squaw Gold Mining Company
(A Development Stage Company)
Statements of Cash Flows
(unaudited)

	Nine Months Ended September 30,		From Inception (March 26, 1959) Through September 30,
	<u>2004</u>	<u>2003</u>	<u>2004</u>
Cash flows from operating activities:			
Net loss	\$ (308,040)	\$ (132,636)	\$ (1,763,963)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	282		5,530
Common stock, warrants, and options issued for salaries and fees	11,910	20,000	219,194
Change in:			
Prepaid expenses	(2,544)	(8,599)	(8,796)
Accounts receivable, related party		421	
Gold inventory	(3,025)	4,904	(3,025)
Accounts payable, other	21,988	74,418	44,347
Accounts payable, related party			20,000
Accrued compensation, related party			255,450
Accrued payroll taxes			19,323
Convertible success award, Walters LITS		88,750	88,750
Accrued remediation costs			36,000
Net cash used - operating activities	<u>(279,429)</u>	<u>47,258</u>	<u>(1,087,190)</u>
Cash flows from investing activities:			
Receipts attributable to unrecovered promotional, exploratory, and development costs			626,943
Proceeds from the sale of equipment			60,000
Additions to property, plant, equipment, and unrecovered promotional, exploratory, and development costs	<u>(4,934)</u>	<u>(19,597)</u>	<u>(367,899)</u>
Net cash - investing activities	<u>(4,934)</u>	<u>(19,597)</u>	<u>319,044</u>
Cash flows from financing activities:			
Issuance of common stock, net of offering costs	288,313	190,310	879,104
Acquisitions of treasury stock			(8,174)
Net cash - financing activities	<u>288,313</u>	<u>190,310</u>	<u>870,930</u>
Net increase in cash	3,950	217,971	102,784
Cash, beginning of period	<u>98,834</u>	<u>1,210</u>	<u>0</u>
Cash, end of period	<u>\$ 102,784</u>	<u>\$ 219,181</u>	<u>\$ 102,784</u>
Supplemental disclosures of cash flow information:			
Non-cash investing activities:			
Mining claims purchased - common stock		<u>\$ 35,000</u>	<u>\$ 35,000</u>
Non-cash financing activities:			
Related party liabilities compensation converted to common stock	<u>\$ 88,750</u>		<u>\$ 301,086</u>

The accompanying notes are an integral part of these financial statements.

PART I. - FINANCIAL INFORMATION, CONTINUED:

Little Squaw Gold Mining Company
(A Development Stage Company)
Notes to Financial Statements (Unaudited)

1. BASIS OF PRESENTATION:

The unaudited financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information, as well as the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company's management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the interim financial statements have been included. Operating results for the nine-month period ended September 30, 2004 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2004. Certain financial statement amounts for the nine-month period ended September 30, 2003 have been reclassified to conform to the 2004 presentation. These reclassifications had no effect on the net loss or accumulated deficit as previously reported.

For further information refer to the financial statements and footnotes thereto in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003.

2. 2003 SHARE INCENTIVE PLAN:

During the first quarter of 2004, the Company issued 5,000 non qualified stock options to each of the four members of the Board of Directors, excluding the Company President, for services performed in 2003. The Company's 2003 Share Incentive Plan (the "Plan") permits the granting of nonqualified stock options, incentive stock options and shares of common stock to employees, directors and consultants.

Statement of Financial Accounting Standards No. 123, ("SFAS No. 123"), "Accounting for Stock-Based Compensation," as amended by SFAS No. 148, encourages, but does not require, companies to record compensation cost for stock-based employee compensation plans at fair value. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations and to furnish the pro forma disclosures required under SFAS No. 123, if material. Compensation cost for stock options is measured as the excess, if any, of the quoted market price of the Company's stock at the date of the grant over the amount an employee must pay to acquire the stock. Common stock purchase options granted under the Company's plan during the first quarter have been valued using the intrinsic value method and, accordingly, non-cash (option) expense of directors' compensation recognized herewith during the first quarter. The Company's management estimates that no material difference exists between the valuation of options granted during the first quarter under the intrinsic method versus the fair value method.

ITEM 2. MANagements DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

The Company is engaged in the business of acquiring, exploring, and developing mineral properties, primarily those containing gold and silver. In July 2003 the Company was reorganized, and a new Board of Directors was installed.

The Company's mining property is located in the Chandalar Mining District, approximately 188 air miles NNW of Fairbanks, Alaska. The center of the district is 70 miles above of the Arctic Circle. The property covers nearly 10,000 acres or about 15 square miles and is comprised mostly of unpatented State of Alaska mining claims. The core of the claim block consists of 426 acres of patented (fee simple) claims owned by the Company. The patented ground holds the most important gold-bearing structures.

Gold occurs at Chandalar as high-grade quartz veins within large shear zones in Paleozoic schist and as placer deposits. Total historical lode gold production from four high-grade quartz vein-shear deposits is 9,039 ounces. The gold veins are mesothermal, and therefore can have great vertical and horizontal extents. There are more than 30 gold-bearing quartz veins on the property, many of which extend over strike lengths of several miles. Drilling of the veins by previous operators is either extremely limited or, in most cases, non-existent. A gold aureole commonly occurs around the high-grade veins where chloritically altered rocks contain stockworks of quartz veinlets. These aureoles, which extend outwards to 100 feet, have never been tested for low-grade bulk tonnage mining potential. Although the Company has identified numerous targets that may host high-grade vein deposits or bulk tonnage deposits, substantial drilling and engineering work will be required to determine if such potential deposits exist in commercially viable quantities.

The placer deposits at Chandalar are characterized by high-grade concentrations of native gold that occur in multiple horizons in second and third order streams in the vicinity of auriferous quartz lodes. Approximately 76,000 ounces of gold have been produced from four deposits, with recovery of some nuggets up to 10.6 ounces. The placer deposits were exploited by both open-cut and underground drift mining methods limited to frozen, unconsolidated gravels. Limited drilling by previous operators indicates that certain areas on the property, especially along Little Squaw Creek, may have potential for the discovery of significant quantities of placer gold deposits. Substantial drilling and engineering work will be required to determine if such potential deposits exist in commercially viable quantities.

The Company recently completed a two phase summer field program, which was conducted by a certified professional geologist from Pacific Rim Geological Consultants, Inc. The objective was to assess the validity of historic records, refine known drilling target and identify new drilling targets. Several prospects of previously unevaluated or unknown gold mineralization were found.

The highlight of the first phase of the summer program was the re-discovery of the historic Pioneer prospect. The Pioneer quartz vein is partially exposed in an old trenches and prospect pits. The Pioneer prospect contains very high-grade gold values of unknown extent, but it is associated with a major shear zone at least three miles long. A channel sample across the vein assayed 2.30 ounces per ton of gold over a width of 2.5 feet. A second grab sample of quartz vein float was taken 15 feet farther along the vein strike assayed 2.16 ounces of gold per ton.

During the second phase of the summer program the Company conducted a systematic surface and underground sampling program of the other 29 gold-bearing veins on the property. Assay results for 98 samples are pending from this program. The Company also conducted a soil geochemical sampling program to find gold anomalies that may reflect hidden gold veins. The Company expects to find more mineralized structures as exploration progresses because the property is more than 80% covered by soil and landslide debris.

The summer field program was augmented by a structural geology study of the Chandalar district using existing high altitude aerial photography. The study was done by BlueMap Geomatics Ltd. located in Vancouver, British Columbia. The gold mineralized quartz veins on the property occur within large shear zones or faults that form lineaments, and major structural intersections are believed to be a controlling factor in the emplacement of the gold mineralization. BlueMap Geomatics identified numerous pronounced linears that they interpreted to represent deep-seated faults. Fifty-nine major linear intersections were located, and ten have been selected for priority field examination during the next summer field season.

During the summer the Company expanded its mining claims position from 8,550 acres to 9,830 acres, largely to cover important outlying gold prospects

Great progress has been made in defining geological features helpful in planning a drilling campaign. The most telling of these is the discovery of hydrothermal alteration haloes that envelop locations of strong gold mineralization within the major shear zones. The Company is methodically building a considerable suite of substantive drilling targets on the Chandalar property. The drill targets include both high-grade underground deposits and targets for lower-grade deposits amenable to surface bulk methods.

The Independent Technical Report on the Chandalar property that was completed in May 2004 by Pacific Rim Geologic Consulting concludes that the property has multi-million ounce gold discovery potential, and Pacific Rim recommends a first year US\$ 1 million program for finding and defining such deposits. The Company hopes to undertake such exploration during the 2005 field season. The company is currently seeking sources of financing to conduct such exploration; however, there can be no assurance that the Company will be successful in its efforts to raise the financing for this exploration.

In addition to work on the Chandalar property, the company is pursuing additional advanced stage exploration properties that will enhance shareholder value and enable the company to conduct field operations in all seasons. There can be no assurance that the Company will be successful in acquiring additional properties.

Financial Condition and Liquidity

On September 30, 2004 the Company had total liabilities of approximately \$80,000, and total assets of about \$438,000. This compares to total liabilities of approximately \$230,000 and total assets of about \$424,000 on December 31, 2003. The conversion of the accrued salaries and debt into shares of common stock has reduced the Company's liabilities debt significantly. The proceeds from the exercise of warrants increased cash by \$288,000. As of the date of this report, the Company's liabilities are limited to \$36,000 for environmental clean up and approximately \$44,000 in deferred management fees. Without successful financing arrangements the Company will not be able to complete its operating plan for the property for the next twelve months.

Management plans to fund its continuing operations through proceeds of sales of its common stock or payments received from a partner in a joint venture relationship; there can be no assurances, however, that management will be successful in its plans.

Little Squaw has recently launched a website. Shareholders and other interested parties can obtain information on the Company by logging onto www.littlesquawgold.com.

ITEM 3. CONTROLS AND PROCEDURES

The Company's President and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon this evaluation, the Company's President and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective in ensuring that material information required to be disclosed in this quarterly report has been made known to them in a timely fashion. There were no significant changes in the Company's internal controls or, to the knowledge of the management of the Company, in other factors that could significantly affect these controls subsequent to the evaluation date.

PART II – OTHER INFORMATION

ITEM 5. OTHER INFORMATION

On July 20, 2004 the Company announced the appointment of Mr. William Orchow as its seventh director. Mr. Orchow brings a history of mining and finance experience to the Company. He is also currently a director, President and Chief Executive Officer of Revett Silver Company.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibit 31.1

Certification of Richard R. Walters, President and Chief Executive Officer pursuant to 18 U.S.C. 1350.

Exhibit 31.2

Certification of Becky Corigliano, Chief Financial Officer pursuant to 18 U.S.C. 1350.

Exhibit 32.1

Certification of Richard R. Walters, President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.2

Certification of Becky Corigliano, Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 12, 2004

LITTLE SQUAW GOLD MINING COMPANY

By /s/ Richard R. Walters
Richard R. Walters, President and
Chief Executive Officer

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 12, 2004

LITTLE SQUAW GOLD MINING COMPANY

By /s/ Becky Corigliano
Becky Corigliano, Chief Financial Officer

EXHIBIT 31.1

I, Richard R. Walters, certify that:

1. I have reviewed this report on Form 10-QSB of Little Squaw Gold Mining Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of Little Squaw Gold Mining Company as of, and for, the periods presented in this report.
4. Little Squaw Gold Mining Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for Little Squaw Gold Mining Company and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Little Squaw Gold Mining Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of Little Squaw Gold Mining Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in Little Squaw Gold Mining Company's internal control over financial reporting that occurred during Little Squaw Gold Mining Company's most recent fiscal quarter (Little Squaw Gold Mining Company's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, Little Squaw Gold Mining Company's internal control over financial reporting; and
5. Little Squaw Gold Mining Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Little Squaw Gold Mining Company's auditors and the audit committee of Little Squaw Gold Mining Company's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Little Squaw Gold Mining Company's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in Little Squaw Gold Mining Company's internal control over financial reporting.

Date: November 12, 2004

By /s/ Richard R. Walters
Richard R. Walters, President and
Chief Executive Officer

EXHIBIT 31.2

I, Becky Corigliano, certify that:

1. I have reviewed this report on Form 10-QSB of Little Squaw Gold Mining Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of Little Squaw Gold Mining Company as of, and for, the periods presented in this report.
4. Little Squaw Gold Mining Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for Little Squaw Gold Mining Company and have:
 - c) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Little Squaw Gold Mining Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - d) Evaluated the effectiveness of Little Squaw Gold Mining Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - e) Disclosed in this report any change in Little Squaw Gold Mining Company's internal control over financial reporting that occurred during Little Squaw Gold Mining Company's most recent fiscal quarter (Little Squaw Gold Mining Company's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, Little Squaw Gold Mining Company's internal control over financial reporting; and
5. Little Squaw Gold Mining Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Little Squaw Gold Mining Company's auditors and the audit committee of Little Squaw Gold Mining Company's board of directors:
 - f) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Little Squaw Gold Mining Company's ability to record, process, summarize and report financial information; and
 - g) Any fraud, whether or not material, that involves management or other employees who have a significant role in Little Squaw Gold Mining Company's internal control over financial reporting.

Date: November 12, 2004

By /s/ Becky Corigliano
Becky Corigliano, Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Little Squaw Gold Mining Company (the "Company") on Form 10-QSB for the period ended September 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard R. Walters, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C.ss. 1350, as added by ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

A signed original of this written statement required by Section 906 has been provided to Little Squaw Gold Mining Company and will be retained by Little Squaw Gold Mining Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 12, 2004

By /s/ Richard R. Walters
Richard R. Walters, President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Little Squaw Gold Mining Company (the "Company") on Form 10-QSB for the period ended September 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Becky Corigliano, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C.ss. 1350, as added by ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

A signed original of this written statement required by Section 906 has been provided to Little Squaw Gold Mining Company and will be retained by Little Squaw Gold Mining Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 12, 2004

By /s/ Becky Corigliano
Becky Corigliano, Chief Financial Officer